

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK
SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

**SAMUEL E. WYLY and DONALD R. MILLER,
JR., in his capacity as the Independent Executor
of the Will and Estate of Charles J. Wyly, Jr.,
MICHAEL C. FRENCH, and LOUIS J.
SCHAUFLE III,**

Defendants,

and

**CHERYL WYLY, EVAN ACTON WYLY,
LAURIE WYLY MATTHEWS, DAVID
MATTHEWS, LISA WYLY, JOHN GRAHAM,
KELLY WYLY O'DONOVAN, ANDREW
WYLY, CHRISTIANA WYLY, CAROLINE D.
WYLY, MARTHA WYLY MILLER, DONALD
R. MILLER, JR. in his individual capacity,
CHARLES J. WYLY III, EMILY WYLY
LINDSEY, JENNIFER WYLY LINCOLN,
JAMES W. LINCOLN, and PERSON, TRUSTS,
LIMITED PARTNERSHIPS, AND OTHER
ENTITIES KNOWN AND UNKNOWN,**

Relief Defendants.

No. 1:10-cv-05760-SAS

**STIPULATION AND
[PROPOSED] ORDER**

Relief Defendants Jennifer Wyly Lincoln and James W. Lincoln (collectively, "Relief Defendants") through their counsel, and Plaintiff, the Securities and Exchange Commission ("SEC"), hereby stipulate as follows:

WHEREAS, in May 2008, Jim Lincoln and his father, Edgar Lincoln, founded a staffing business, Ruiz Staff, LLC, d/b/a On Demand Staffing ("On Demand"), that contracts to provide day laborers to companies that need temporary employees for construction clean up and warehouse work;

WHEREAS, James W. Lincoln holds 51% interest in On Demand and Edgar Lincoln, who is not a relief defendant, holds 49% interest in On Demand;

WHEREAS, counsel for James Lincoln has represented to the SEC that On Demand had positive cash flows and operated at a profit for the one year period from June 2013 through June 2014;

WHEREAS, it appears likely that James W. Lincoln contributed his portion of the initial capital investment in On Demand through funds sourced from the Jennifer Lynn Wyly Trust, a United States domestic trust;

WHEREAS, on November 3, 2014, the Court entered an order in the above-referenced action temporarily freezing particular assets held by the Relief Defendants ("the Freeze Order");

WHEREAS, On Demand has represented to the SEC that it employs four full time employees and 75 contract employees per week;

WHEREAS, the SEC, before agreeing to a modification of the freeze order permitting James Lincoln's business to continue operating indefinitely, wishes to obtain additional documents and information concerning the profitability of the business, and Mr. Lincoln has agreed to provide such documents and information;

WHEREAS, if the business cannot continue to fund payroll and operating expenses, On Demand will be forced to cease operations and terminate all of its full time employees and contract employees; and

WHEREAS, the SEC agrees to permit On Demand to continue to meet its payroll obligations and pay ordinary and necessary operating expenses from cash currently on hand and future operating revenues, through December 31, 2014;

IT IS HEREBY STIPULATED AND AGREED THAT:

1. On Demand may continue to pay the salaries of its full time employees, all business and operating expenses, the salaries of the contract employees, and reasonable profit distributions to Edgar Lincoln through December 31, 2014;
2. The Relief Defendants will not be deemed to have violated the Freeze Order as a result of On Demand continuing to pay its full time employees, all business and operating expenses, the salaries of the contract employees, and reasonable profit distributions to Edgar Lincoln through December 31, 2014;
3. James W. Lincoln agrees to provide the SEC with documents and information concerning the profitability of the business; and
4. James W. Lincoln agrees not to draw any salary or profits from On Demand until further Order of this Court.

Dated: November 17, 2014
New York, New York


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Michael J. Rivera, Of Counsel

*Attorneys for Relief Defendants Jennifer Wylie
Lincoln and James W. Lincoln*

SO ORDERED, this day of November  2014

Dated: November 17, 2014
Washington, D.C.

U.S. SECURITIES AND EXCHANGE
COMMISSION

By: 

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HONORABLE SHIRA A. SCHEINDLIN
UNITED STATES DISTRICT JUDGE